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Attorneys for Official Unsecured Creditors' Committee

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA

In Re:  
BCE WEST, L.P., *et al.*,  
Debtors.

Proceedings Under Chapter 11  
Case No. B98-12547-ECF-CGC  
(Case Nos. 98-12547-ECF-CGC through  
98-12570-ECF-CGC)  
(Jointly Administered)

**NOTICE OF TAKING DEPOSITION  
OF BARRY RIDINGS**

EID: 38-319719

YOU ARE HEREBY NOTIFIED that the deposition will be taken upon oral examination of the person listed below, at the time and place stated below before an officer authorized by law to administer oaths. This deposition is to be taken pursuant to Rules 26 and 30, Federal Rules of Civil Procedure, as incorporated into these proceedings by Bankruptcy Rules 7030 and 9014. The scope of the deposition shall include Debtors' "Emergency Motion for Expedited Consideration of Interim Order Extending Exclusive Periods for Debtors to File & Obtain Acceptances of Plans of Reorganization; Motion to Extend Exclusive Periods for Debtors to File & Obtain Acceptances of Plans of Reorganization." A list of the documents to be produced are set forth in the attached hereto as Exhibit "A."

1 **PERSON TO BE EXAMINED:**

Barry Ridings  
LAZARD FRERES & CO. LLC  
30 Rockefeller Plaza, Fl 59  
New York, NY

4 **DATE AND TIME OF DEPOSITION:**

September 21, 1999 at 9:00 a.m.

5 **PLACE OF DEPOSITION:**

Bingham Dana LLP  
100 Pearl Street  
Hartford, CT 06103

7 COPY sent/faxed, pursuant to Rule 5, Federal Rules of Civil Procedure, this date to  
8 these persons, in these capacities and at these addresses:

9 H. Rey Stroube III  
10 711 Louisiana #1900  
Houston, TX 77002  
11 Attorney for Debtors

12 Office of the United States Trustee  
2929 North Central Avenue  
Phoenix, AZ 85012

13 Thomas J. Salerno  
14 SQUIRE, SANDERS & DEMPSEY  
40 North Central Avenue #2700  
15 Phoenix, AZ 85004  
Attorneys for General Electric Capital Corporation

16 Barry Ridings  
17 Lazard Freres & Co.  
30 Rockefeller Plz Fl 59  
18 New York, NY  
19 Deponent

20 DATED this 16th day of September, 1999.

21 **SNELL & WILMER L.L.P.**

22  
23 By s/s DLG (005717)  
24 Donald L. Gaffney  
One Arizona Center  
25 Phoenix, Arizona 85004-0001  
Attorney for Official Unsecured Creditors'  
26 Committee

**EXHIBIT "A"**

1. Any and all documents which will be presented to the Court in support of Debtor's "Emergency Motion for Expedited Consideration of Interim Order Extending Exclusive Periods for Debtors to File & Obtain Acceptances of Plans of Reorganization; Motion to Extend Exclusive Periods for Debtors to File & Obtain Acceptances of Plans of Reorganization" (the "Motions").
2. Any and all documents concerning or relating to the matters raised by the Motions, including, but not limited to: (a) efforts to purchase or sell the Debtor's assets and/or to obtain an equity investment in the Debtor ; (b) the performance of the Debtor's business operations during calendar year 1999; and (c) the status of any and all plan(s) of reorganizations being prepared by or for the Debtor and/or any secured lender.
3. Any and all documents concerning or relating to projections and/or forecasts for the Debtor's business or financial performance.
4. Any and all documents reflecting communications concerning or relating to (a) the Debtor's business operations or performance; (b) plans for reorganization of the Debtor; and (c) the potential purchase or sale of the Debtor's assets and/or the potential equity investment in the Debtor.
5. Any and all documents concerning or relating to the reasons underlying the decision to commence a sale of the Debtor's assets and/or to obtain an equity investment in the Debtor, including, but not limited to, any input into that decision-making process by the secured lenders of the Debtor.

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